

**BEFORE THE INSURANCE DEPARTMENT  
OF THE  
COMMONWEALTH OF PENNSYLVANIA**

**Statement Regarding the Acquisition of Control of or Merger with  
Domestic Insurers:**

**Hospital Service Association of Northeastern Pennsylvania  
d/b/a Blue Cross of Northeastern Pennsylvania;  
First Priority Life Insurance Company, Inc.;  
HMO of Northeastern Pennsylvania, Inc.,  
d/b/a First Priority Health**

**By Highmark Inc.**

**HIGHMARK INC. (“Highmark”) RESPONSE TO INFORMATION  
REQUEST 5.2.18.1 FROM  
THE PENNSYLVANIA INSURANCE DEPARTMENT**

**REQUEST 5.2.18.1:**

**With regard to any Joint Venture in effect since January 1, 2012: Please identify each Joint Venture and provide specific details as to how each Joint Venture is organized, including what resources (e.g., staff, investments, systems, branding, etc.) is provided by Highmark and, alternatively, provided by BCNEPA and/or BCNEPA Affiliates.**

**RESPONSE:**

Highmark certifies to the best of its knowledge, information and belief as follows:

The only Joint Ventures in which Highmark and BCNEPA jointly participate are FPH and FPLIC. FPH is organized as a Pennsylvania nonprofit corporation and FPLIC is organized as a Pennsylvania business corporation. Highmark provides customer service, claims processing and data center support for FPLIC. Highmark provides data center support for FPH. Highmark also provides access to its Blue Shield License to FPH and FPLIC. All other resources for FPLIC and FPH are provided by BCNEPA.

In addition, while Highmark does not consider the following activities to be Joint Ventures, Highmark and BCNEPA have also entered into additional agreements, including Shareholders Agreements between the parties for FPH and FPLIC, Master Data Center Infrastructure Services Agreement, Administrative Services Agreements and Joint Operating Agreements, all of which have been previously submitted to the Department with the Confidential Supplement to Form A, at Tab 8.

**Highmark Inc.  
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